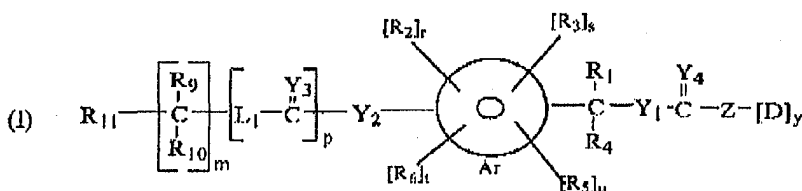


**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**LISTING OF CLAIMS**

1. (Currently amended) A compound of Formula I:



wherein:

$L_1$  is a bifunctional linking moiety;

$D$  is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

$Z$  is covalently linked to  $[D]_y$ , wherein  $Z$  is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

$Y_1$ ,  $Y_2$ ,  $Y_3$  and  $Y_4$  are each independently O, S, or  $NR_{12}$ ;

$R_{11}$  is a mono- or divalent polymer residue;

$R_1$ ,  $R_4$ ,  $R_9$ ,  $R_{10}$  and  $R_{12}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{3-12}$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls, and substituted  $C_{1-6}$  heteroalkyls;

$R_2$ ,  $R_3$ ,  $R_5$  and  $R_6$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{1-6}$  alkoxy, phenoxy,  $C_{1-8}$  heteroalkyls,  $C_{1-8}$  heteroalkoxy, substituted  $C_{1-6}$  alkyls,  $C_{3-8}$  cycloalkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-,  $C_{1-6}$  carboxyalkyls and  $C_{1-6}$  alkylcarbonyls;

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JRL  
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